

HELM

FINANCIAL CORPORATION 505 Sansome Street, Suite 1800 San Francisco CA 94111
(415) 398-4510 (415) 398-4816 (fax) www.hlmx.com

RECORDATION NO. 25335-A FILED

STB E-File

MAR 16 '12 -12 49 PM

March 16, 2012

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

RE: PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination of Lease") dated as of March 16, 2012 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Helm**").

Dear Section Chief:

On behalf of Helm, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed original copy of the above referenced Partial Termination of Lease.

In connection with the recording of this Partial Termination of Lease, please note the following information:

Name and Address for Helm:

Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

**Name and Address for
Linea Coahuila Durango S.A. de C.V.:**

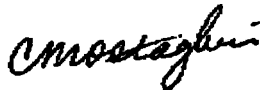
Linea Coahuila Durango S.A. de C.V.
Porfirio Diza sn/n Col. Occidental 25640
Frontera, Coahuila, Mexico

Equipment: 10, C30-7 Locomotives: HLGX 5067-5580 n.i. (see attached Schedule A for complete list)

Please record this Partial Termination of Lease as a supplement agreement to STB Recordation No. 25335 filed on December 8, 2004 at 3:53 PM. Please apply the STB's filing fee to Helm's account.

Summary: Termination of Schedule No. 2.

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination") is dated as of March 16, 2012 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

RECITALS

WHEREAS, Lessor entered into Schedule No. 2 dated as of April 28, 2004 ("Schedule No. 2") to the Master Lease Agreement dated as of January 5, 2000 ("Master Lease") with Linea Coahuila Durango S.A. de C.V. with respect to the ten (10) locomotives described in Schedule A attached hereto. A Certification of True Copy of Schedule No. 2 is on file at the Surface Transportation Board ("STB") of the Department of Transportation under STB Recordation No. 25335 filed on December 8, 2004 at 3:53 PM.

WHEREAS, Lessor desires to execute this Partial Termination to evidence for the public record the termination of Schedule No. 2 and of all the rights and obligations of Lessee with respect to the Units under Schedule No. 2 and the Master Lease.

NOW, THEREFORE, in consideration of the premises, Lessor does hereby acknowledge and confirm:

1. **Partial Termination of Lease.** Effective as of March 5, 2012, Lessor hereby declares for the public record that Schedule No. 2 is formally fully terminated with respect to the Units and that all rights and obligations of the parties arising under Schedule No. 2 and the Master Lease with respect to the Units have forever ceased.

IN WITNESS WHEREOF, Lessor has executed this Partial Termination as of the date first above written.

HELM FINANCIAL CORPORATION

By: Matthew M. Ogburn
Name: Matthew M. Ogburn
Title: Senior Vice President and General Counsel

RECORDATION NO. 25335-A FILED

MAR 16 '12 -12 49 PM

SURFACE TRANSPORTATION BOARD

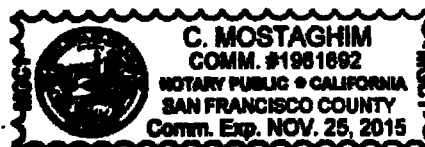
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On March 16, 2012, before me, C. Mostaghim, personally appeared Matthew M. Ogburn, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in ^{his} authorized capacity, and that by ^{his} signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature C. Mostaghim

Notarial Seal



SCHEDULE A

To the Partial Termination of Master Lease Agreement dated March 16, 2012

Description of the Units: Ten (10) C30-7 Model locomotives.

	Mark	Number
1	HLGX	5067
2	HLGX	5113
3	HLGX	5116
4	HLGX	5118
5	HLGX	5119
6	HLGX	5120
7	HLGX	5126
8	HLGX	5575
9	HLGX	5579
10	HLGX	5580